

Division of Corporations

**N08000001290**

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**DANIELS COMMONS LAND CONDOMINIUM ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION**  
**FOR**  
**DANIELS COMMONS LAND CONDOMINIUM ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

**ARTICLE 1**  
**NAME, LOCATION AND DEFINITIONS:**

The name of the corporation, herein called the "Association", is DANIELS COMMONS LAND CONDOMINIUM ASSOCIATION, INC., and the corporate office address is 8991 Daniels Center Drive, Suite 103, Fort Myers, FL 33912.

The terms used in these Articles shall have the meanings as provided in the Declaration of Condominium of Daniels Commons Land Condominium (the "Declaration").

**ARTICLE 2**  
**PURPOSE AND POWERS:**

The purpose for which the Association is organized is to provide an entity for the operation of DANIELS COMMONS LAND CONDOMINIUM, located in Lee County, Florida.

The Association is organized and shall exist upon a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, and as provided in these Articles, the Declaration and the Bylaws; and it shall have all the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as it may hereafter be amended; including but not limited to the following:

- (1) To make and collect, and enforce assessments against Members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.
- (2) To maintain, repair, replace and operate the Condominium Property and Association Property.
- (3) To purchase insurance upon the Condominium Property and Association Property for the protection of the Association, its Members, and their mortgagees.

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(4) To reconstruct improvements after casualty and to make further improvements of the property.

(5) To make, amend and enforce reasonable rules and regulations governing the use of the Common Elements.

(6) To enforce the provisions of the Declaration, these Articles, and the Bylaws of the Association.

(7) To contract for the management, operation, and maintenance of the Condominium Property and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.

(8) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

(9) To acquire, own, sell, convey or otherwise deal with real and personal property in the name of the Association.

(10) Dedicate, sell or transfer for all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members.

(11) To sue and be sued and to defend itself in lawsuits.

All funds and the title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

**ARTICLE 3**  
**MEMBERSHIP:**

(1) The Members of the Association shall consist of all record Owners of a fee simple interest in one or more Units in the Condominium, and as further provided in the Bylaws. After termination of the Condominium, the Members shall consist of those who are Members at the time of such termination.

(2) Change of membership shall be established by recording in the Public Records of Lee County, Florida, a deed or other instrument and by the delivery to the Association of a copy of such instrument.

(3) The share of a Member in the funds and assets of the Association cannot be assigned, or transferred in any manner except as an appurtenance to his Unit.

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(4) The voting interest of the Owner(s) of each Unit, collectively, shall be entitled as set forth in the Declaration and Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

**ARTICLE 4**  
**TERM:**

The term of the Association shall be perpetual. If the Association is dissolved, the property consisting of the surface water management system and the right of access to the property containing the surface water management system shall be conveyed to an appropriate agency of local government. If it is not accepted, then the surface water management system must be dedicated to a similar non-profit corporation.

**ARTICLE 5**  
**BYLAWS:**

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

**ARTICLE 6**  
**AMENDMENTS:**

Prior to Turnover as set forth in the Declaration, the Developer appointed Board alone will have the power in its sole and absolute discretion to amend these Articles. On and after Turnover, subject to the rights of the Developer as provided in the Bylaws, these Articles of Incorporation may be amended by a vote of a majority of the Members entitled to vote, either present in person or by proxy at any annual or special meeting at which a quorum is present, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains a copy of the proposed Amendment. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereat were present in person or by proxy and voted.

An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Lee County, Florida.

**ARTICLE 7**  
**DIRECTORS AND OFFICERS:**

(1) The affairs of the Association will be administered by a Board of Directors consisting of not less than three (3) directors. The initial Board of Directors of the Association shall be appointed by the Developer. Except for the directors appointed by the Developer, all directors must be Members of the Association.

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(2) Following Turnover, directors of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(3) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board.

**ARTICLE 8**  
**INITIAL DIRECTORS:**

The Initial Board of Directors shall contain three (3) directors and officers. The initial directors and officers shall be:

Mark D. McCleary - President  
8991 Daniels Center Drive, Suite 103  
Fort Myers, FL 33912

Glenn Cribbett - Vice President  
8981 Daniels Center Drive, Suite 204  
Fort Myers, FL 33912

Scott Connell - Secretary/Treasurer  
8981 Daniels Center Drive, Suite 204  
Fort Myers, FL 33912

**ARTICLE 9**  
**INCORPORATORS:**

The name and address of the incorporator is:

8991 Daniels Center Drive, Suite 103  
Fort Myers, FL 33912

**ARTICLE 10**  
**INITIAL REGISTERED AGENT:**

The initial registered office of the Association shall be at:

8991 Daniels Center Drive, Suite 103  
Fort Myers, FL 33912

The initial registered agent at said address shall be:

Mark D. McCleary

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**ARTICLE 11**  
**INDEMNIFICATION:**

The Association shall indemnify and hold harmless every director and every officer of the Association against all expenses and liabilities including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not apply to:

- (1) Gross negligence or willful misconduct in office by any director or officer.
- (2) Any criminal action, unless the director or officer acted in good faith and in a manner he reasonably believed was in, not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another Association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles of Incorporation.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

**ARTICLE 12**  
**MISCELLANEOUS**

(1) In the event of any conflict between these Articles of Incorporation and the Bylaws, these Articles will control, and in the event of any conflict between these Articles of Incorporation and the Declaration, the Declaration will control.

(2) The Association is not organized for profit, and no part of the net earnings, if any, will inure to the benefit of any Member, person or entity.

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WHEREFORE, the incorporator has caused these presents to be executed this 6th day of February, 2008.

Signed and Sealed  
in the Presence of:

Centertown, LLC,  
a Florida limited liability company

Sherrye Booker  
Witness Signature  
SHERRYE BOOKER  
Type/Print Witness Name

By: Mark D. McCleary  
Mark D. McCleary, Manager

[Signature]  
Witness Signature  
Sherrye Booker  
Type/Print Witness Name

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 6th day of February, 2008, by Mark D. McCleary, as Manager of Centertown, LLC, a Florida limited liability company, who is personally known to me or who has produced as identification.



Brenda S. Kaufman  
Notary Public  
Brenda S. Kaufman  
Print/Type Name of Notary

My Commission Expires: July 11, 2009 Commission No. DD449548

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

In compliance with the laws of Florida, the following is submitted:

Daniels Commons Land Condominium Association, Inc., desiring to organize under the laws of the State of Florida has named Mark D. McCleary as its statutory registered agent.

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Mark D. McCleary, Registered Agent

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